

United States Bankruptcy Court

For the Northern District of Illinois

In re Caesars Entertainment Operating Company, Case No. 15-01145

PARTIAL TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a).

Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(1), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Pandora Select Partners, LP
Name of Transferee

Cowen Special Investments LLC
Name of Transferor

Name and Address where notices to transferee should be sent:

Court Claim# (if known): 5953

3033 Excelsior Blvd.
Ste 300
Minneapolis, MN 55416

Claim Amount: \$53,065,001.67
Claim Amount Transferred: \$8,000,000.00
Amends Claim #: 5943
Date Claim Filed: December 27, 2016 amended on February 10, 2017

Phone: 612-253-6061
Last Four Digits of Acct#: _____

Phone: _____
Last Four Digits of Acct#: _____

Name and Address where Transferee payments should be sent (if different from above);
SAME AS ABOVE

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: _____ Date: 03/09/17

Transferee/Transferee's Agent

~DEADLINE TO OBJECT TO TRANSFER~

The alleged transferor of the claim is hereby notified that objections must be filed with the court within twenty (20) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court.

Date: _____
CLERK OF THE COURT

Evidence of Partial Transfer of Claim


TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, and subject to the terms and conditions of that Assignment of Claim Agreement dated March 8, 2017, by and among Cowen Special Investments LLC ("Assignor") and Pandora Select Partners, LP ("Assignee"), Assignor hereby unconditionally and irrevocably sells, transfers and assigns to Assignee **\$8,000,000.00** of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, Claim 5943 and Claim 5953, which amended Claim 5943 (collectively, the "Claim") filed against Caesars Entertainment Operating Company Inc. (the "Debtor"), the debtor in Case No. 15-01145 pending in the United States Bankruptcy Court for the Northern District of Illinois (the "Bankruptcy Court").

Assignor hereby waives any objection to the transfer of the Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Claim, recognizing Assignee as the sole owner and holder of the Claim, and directing that all payments or distributions of money or property in respect of the Claim be delivered or made to the Assignee.

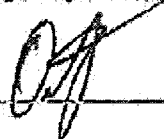
IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM is executed this 8th day of March 2017.

PANDORA SELECT PARTNERS, LP


By: 

Name: Mark Strefling
General Counsel & Chief Operating Officer
Title: Whitebox Advisors LLC

COWEN SPECIAL INVESTMENTS LLC

By: 

Name: Owen Littman
Title: Authorized Signatory

By: 

Name: Bryan Seyfried
Title: Authorized Signatory